

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

RECORDATION NO. 24305-A FILED

MAY 17 '04 3-33 PM

SURFACE TRANSPORTATION BOARD



May 13, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease Agreement, dated March 31, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24305.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: American Railroads Corporation
22 East Dundee Road, Suite 22
Barrington, IL 60010

A description of the railroad equipment covered by the enclosed document is one (1) SD40-2 and four (4) GP40M-3R Locomotives. (see Exhibit A for locomotive numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(MIVA001)

AMENDMENT TO MEMORANDUM OF LEASE

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 31st day of March, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and American Railroads Corporation ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 3, 2003, whereby Lessor has agreed to lease to Lessee certain locomotives pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto; and

A Memorandum evidencing such Rider No. 1 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on January 29, 2003 at 01:51 p.m. with primary Recordation Number 24305.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

a) Exhibit A to such Rider No. 1 is amended as follows:

- 1) Locomotive Number BNSF 7223 is deleted from Exhibit A;
- 2) Locomotive Number FURX 1172 is substituted therefor; and

b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: GEORGIA FREIBURGER
Title: MGR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 31st day of March, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

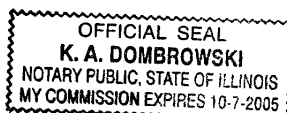
RICHARD F. SEYMOUR, a Notary Public of the State and County aforesaid, certify that K. A. DOMBROWSKI personally appeared before me this day and acknowledged his due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 31st day of March, 2004.

[Signature]
Notary Public

My Commission Expires:

10-7-2005
(Notary Public)

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SURFACE TRANSPORTATION BOARD

LESSEE:

AMERICAN RAILROADS CORPORATION

ATTEST:

By: _____
Name: _____
Title: _____

By: [Signature]
Name: Richard E. McCure
Title: Pres/CEO

Executed on this 16 day of March, 2004

[CORPORATE SEAL]

STATE OF Illinois
COUNTY Cook

Richard E. McCure & Christine Olson, a Notary Public the State and County aforesaid, certify that Richard E. McCure personally appeared before me this day and acknowledged his due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16 day of March, 2004

Christine E. Olson
Notary Public

My Commission Expires:

9-24-04

(Notary Public)



EXHIBIT A - AMENDMENT TO MEMORANDUM OF LEASE

NO. OF LOCOMOTIVES:	Five (5)
DESCRIPTION OF LOCOMOTIVES:	One (1) 1980-built, EMD SD40-2 Locomotive, 3000 horsepower Four (4) GP40M-3R Locomotives
LOCOMOTIVE NUMBERS:	FURX 1161, FURX 1165, FURX 1170, FURX 1172, FURX 3080